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## **Anti-bribery and Corruption Policy**

**Stellar Resources Limited**

**ACN 108 758 961**

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<b>Approval Date</b>	28 May 2020
<b>Last Review Date</b>	-
<b>Next Review Date</b>	May 2021

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## 1. Introduction

- 1.1 Stellar Resources Limited (**Company** or **Stellar**) and its subsidiary companies is committed to conducting its operations and business activities with integrity and preventing bribery or corruption by any of its directors, officers, employees or any other party acting on its behalf. Stellar is committed to complying with all laws that apply to it, including anti-bribery and corruption laws.
- 1.2 The purpose of the Anti-Bribery and Corruption Policy (**Policy**) is to:
- (a) supplement Stellar's Code of Conduct by setting out the conduct expected by the Company to minimise the risk of bribery or corruption occurring in connection with its operations and activities; and
  - (b) provide guidance on how to deal with instances of bribery or corruption.

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## 2. Application of this Policy

- 2.1 This Policy applies to Stellar and its directors, officers, employees, secondees, and other individuals or entities that are effectively controlled by Stellar (**Stellar Personnel**).

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## 3. Prohibition on bribery and corruption

- 3.1 Bribery and corruption in any form are prohibited.
- 3.2 Bribery involves the offering, giving, soliciting or accepting of a benefit (monetary or otherwise) to any person where the benefit is:
- (a) not legitimately due;
  - (b) offered or given to that person with the intention of influencing them in the exercise of their duties or functions; and
  - (c) offered or given with the intention of obtaining business or a business advantage that is not legitimately due to Stellar.
- 3.3 For the avoidance of any doubt:
- (a) this prohibition on bribery applies irrespective of whether the person sought to be influenced works in the public or private sector;
  - (b) the prohibition applies throughout the world;
  - (c) it is irrelevant whether a bribe is accepted or ultimately provided. Merely offering a bribe is a contravention of this Policy and usually is sufficient for an offence to be committed; and
  - (d) this prohibition is not subject to any local customs or business practices.
- 3.4 Also, for the avoidance of doubt, in this Policy **Public Official** means anyone who is:
- (a) a member of any legislative, administrative or judicial body;
  - (b) a party official or a candidate for political office;
  - (c) an employee, official or contractor of a government body or a wholly or partially state-owned enterprise;

- (d) an official, employee or contractor of any public international organisation (such as the United Nations, the World Bank or the International Monetary Fund);
  - (e) a person who holds themselves out to be an intermediary of a Public Official;
  - (f) a member of a royal family; or
  - (g) a commercial entity, or the directors, officers or employees of a commercial entity, in which a government body has a significant ownership interest or over which it otherwise exerts control (i.e. a foreign public enterprise).
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#### **4. Gifts and entertainment**

- 4.1 Stellar does not permit the exchange of gifts or involvement in hospitality activities that is beyond general commercial practice or that occurs in circumstances that could be considered to give rise to undue influence.
- 4.2 The offer or acceptance of gifts or hospitality is permitted where it:
  - (a) is for a legitimate business purpose, which may include developing business relationships;
  - (b) does not take place with Public Officials from which a decision regarding any licence, permit, authorisation or any other official act or decision is pending;
  - (c) involves, or is reasonably likely to involve, a third party paying for travel or accommodation, and that payment is approved by the Executive Director/Chairman or Company Secretary;
  - (d) complies with the local law and government policies of the country in which the expenditure is made;
  - (e) is given in an open and transparent manner;
  - (f) does not include cash, loans or cash equivalents (such as gift certificates or vouchers); and
  - (g) complies with the financial approval requirements referred to below.
- 4.3 Stellar Personnel must obtain approval from their direct supervisor (or in the case of directors or officers from the Executive Director/Chairman) before accepting or offering any gift or hospitality where it is reasonably foreseeable that the gift or hospitality will exceed AU\$500 in value (**Threshold Value**).
- 4.4 A declaration must be made in the Gifts and Entertainment Register where the offer or acceptance of gifts (including personal favours) or hospitality is over the Threshold Value. The entry must:
  - (a) include the value (or approximate value) of the gift or hospitality and whether the gift or invitation to participate in hospitality was accepted or declined; and
  - (b) must be accurate and must not distort or disguise the true nature of the entry.
- 4.5 The Gifts and Entertainment Register will be reviewed by the Company Secretary every six months.

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## **5. Prohibition on facilitation payments and secret commissions**

- 5.1 The making of facilitation payments is prohibited. Facilitation payments are typically minor unofficial payments to Public Officials made either directly or indirectly to expedite or secure the performance of a routine government action (for example, to facilitate the expedition of applications for visas or licences).
- 5.2 The giving or receiving of secret commissions is prohibited. Secret commissions typically arise where a person or entity (such as an employee of Stellar) offers or gives a commission to an agent or representative of another person (such as a contractor of Stellar) which is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal's business.

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## **6. Donations**

### **Political donations**

- 6.1 Stellar Personnel must not, on behalf of the Company, make a political donation to any political party, politician or candidate for public office in any country unless the donation has been approved in advance by the Board and complies with the local law and government policies of the jurisdiction where the donation is made. It must also be recorded accurately in Stellar's accounts.
- 6.2 Attendance at political gatherings, meetings and functions in a professional capacity is permitted where there is a legitimate business purpose. Records of attendance (and the cost of attendance) must be declared in the Gifts and Entertainment Register.

### **Charitable donations and social programs**

- 6.3 Apart from political donations, Stellar may make charitable donations and contribute to social programs (e.g. community education and health programs) as permitted by local laws and practices. No charitable donation or social programs may be offered or made on behalf of Stellar without the prior approval of the Executive Director/Chairman.
- 6.4 Care must be taken to ensure that charitable donations and social programs are applied for a legitimate and appropriate purpose.

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## **7. Engaging with third parties**

- 7.1 Before engaging with a third party, employees must conduct a risk assessment of whether the prospective third party is exposed to corruption risks or otherwise exposes Stellar to corruption risks.
- 7.2 In situations where a corruption risk is identified, Stellar employees must ensure:
- (a) The third party understands Stellar does not tolerate bribery or corruption in any form;
  - (b) The third party is aware of this policy and understands it applies to them; and
  - (c) Where appropriate/necessary, reference to this policy is included in any contract/agreement with third parties.

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## **8. Accounting, books and records**

- 8.1 Internal financial recording and accounting systems and procedures must be maintained to make and keep books and records which accurately and fairly reflect, in reasonable detail, the parties, the payment arrangements and the purpose of all transactions and disposition of assets.
- 8.2 No undisclosed or unrecorded fund or account may be established for any purpose.

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## **9. Compliance with local laws required**

- 9.1 This Policy reflects the laws applicable to the Company. As such, compliance with the Policy should generally result in compliance with local laws. Nevertheless, Stellar Personnel should ensure that they are familiar with local laws and, where a law imposes a higher standard than the Policy, Stellar Personnel operating in that country must fully comply with the higher standard.
- 9.2 In appropriate instances, the Company will provide country-specific directions for Stellar Personnel and Stellar subsidiaries operating in Countries outside of Australia.

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## **10. Consequences on non-compliance**

- 10.1 Bribery and the other types of improper payments prohibited by this Policy are prohibited under the laws of the countries in which commercial dealings on behalf of the Company take place.
- 10.2 Under relevant laws, for companies, possible consequences of contravention include the imposition of criminal and/or civil penalties, substantial fines, exclusion from tendering for government or private contracts and reputational damage. For individuals, possible consequences include criminal and civil liability with associated significant fines and/or lengthy terms of imprisonment.
- 10.3 Further, any breach of this Policy by Stellar Personnel or third parties acting on the Company's behalf is a serious matter that will be investigated and addressed by the Company. It may result in disciplinary action, including immediate termination of employment or engagement with Stellar.

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## **11. Practical Guidance for Stellar Personnel being requested to make an Inappropriate Payment**

- 11.1 The following guidance should assist Stellar Personnel to deal with a situation in which they are faced with having to offer an inappropriate payment (or reward), in order to facilitate a business activity or transaction.
- (a) the payment/reward should be immediately refused, politely but firmly. You should make reference to the Company's relevant policies, including this Policy. It is important that you make it clear to the person making the demand that, if you make such a payment, it may mean that you, the Company, and possibly the official's organization, may be committing an offence under Australian or other local law;
  - (b) if the suggestion or demand for payment continues, you should ask for official documentary proof that the payment is payable. If such proof cannot be supplied (as

evidence of the validity of the payment), you should again politely refuse, and ask to speak to a more senior official;

- (c) if it appears that the payment genuinely cannot be avoided (for example, if you are under duress and genuinely fear for your safety - loss of life, limb or liberty), you should contact the Executive Director/Chairman and/or Company Secretary for immediate guidance;
- (d) if you are unable to contact your Executive Director/Chairman and/or Company Secretary, or if it is determined that you have no option but to pay, you should make the payment. However, you must also endeavour to obtain some evidence of the transaction and immediately report it to the Executive Director/Chairman and/or Company Secretary. You should also document when, where, how and to whom the payment was made, including the names of any other senior officials involved or mentioned;
- (e) if any such situation ever occurs, you must report it to the Executive Director/Chairman and/or Company Secretary, as soon as practically possible. A full account of the incident should be provided, including details of the location, and the names of the involved company/official. You must record the amount of the payment; the purpose of the payment and the reasons why the payment was genuinely unavoidable;
- (f) the Executive Director/Chairman and/or Company Secretary must ensure that the incident is promptly followed up with the relevant receiving company/authority, to ensure that the payment can be properly investigated and documented/evidenced. The Executive Director/Chairman and/or Company Secretary should determine whether any further action needs to be taken, to ensure that a similar incident is not repeated, and ensure that such action is documented on file;
- (g) If the receiving company/authority refuses to take adequate action to investigate the incident, it must be promptly reported to the relevant country manager. A full account of the incident must be provided in writing, and this must be retained on file
- (h) the Executive Director/Chairman and/or Company Secretary will promptly report the incident to the Board so that the need for further action can be determined.

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## 12. Reporting procedures and queries

- 12.1 Stellar Personnel must report any instance where they believe that non-compliance with the Policy has occurred, is occurring, or is being planned, as soon as they become aware of it.
- 12.2 The report should be made to the Managing Director/Chairman and/or Company Secretary. Reports may be made anonymously. Stellar will make available an email address for this purpose.
- 12.3 All disclosures will be taken seriously, thoroughly investigated and treated with the utmost confidentiality.
- 12.4 Stellar Personnel are also encouraged to contact the Company Secretary if they have any questions or concerns regarding this Policy or subject matter to which this Policy relates. Any enquiries will be treated with the utmost confidentiality.

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## 13. Protection from sanction

- 13.1 Stellar Personnel will not be subjected to any form of punishment or reprisal from Stellar for:

- (a) raising a concern regarding, or reporting, any instance of, non-compliance or suspected non-compliance with this Policy, provided the report is made in good faith; or
- (b) refusing to provide or receive a bribe or for refusing to participate in corrupt activity.

13.2 Stellar prohibits retaliatory action by Stellar Personnel against any individual who:

- (a) Refuses to follow any directive or participate in any activity in circumstances where they are concerned that doing so may amount to a breach of this Policy; and/or
- (b) Is involved in the reporting of conduct which they believe or suspect amounts to non-compliance with this Policy;

regardless of whether or not the targeted individual is Stellar Personnel.

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## **14. Review of this Policy**

14.1 The Board along with the Company Secretary will review this Policy annually or as often as may be deemed necessary.

14.2 Any amendment to this Policy must be approved by the Board.

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## **15. Approved and Adopted**

15.1 This Policy was approved and adopted by the Board on 28 May 2020.

## **Appendix**

### Employee acknowledgement

I acknowledge that I have read and understood the *Anti-bribery and Corruption Policy* of Stellar Resources Limited and understand that I am obliged to observe the requirements of this Policy and to communicate this Policy and its obligations to the entities and staff under my control or supervision.

Your Name:

Signature:

Date: